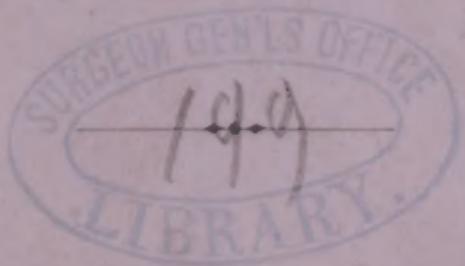


Howard Assoc. of Memphis

HOWARD  
ASSOCIATION  
OF MEMPHIS.



MEMPHIS:  
PRICE, JONES & CO., 12 JEFFERSON STREET,  
1875.



Societies, Museums

CHARTER,

Constitution and By-Laws

OF THE

✓ HOWARD ASSOCIATION

MEMPHIS, TENN.



MEMPHIS:

PRICE, JONES & CO., 12 JEFFERSON STREET.

1875.



# CHARTER.

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## AN ACT TO INCORPORATE THE HOWARD ASSOCIATION, OF MEMPHIS, TENN.

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SECTION 1. *Be it enacted by the General Assembly of the State of Tennessee,* That John Park, R. A. Simpson, J. G. Lonsdale, Sr., John Heart, C. T. Geoghegan, R. W. Ainslie, J. B. Gallagher, T. E. McDonald, A. A. Hyde, and J. P. Robertson and their associates, be and they are hereby declared a body politic and corporate, with ninety nine years succession, by the name of THE HOWARD ASSOCIATION OF MEMPHIS, whose object shall be to provide nurses and necessaries for those who may be taken sick, who are without funds, and particularly during the prevalence of epidemics. Said Association, by this name, may contract and be contracted with, may sue and be sued in all courts, as other chartered corporations, in all matters whatsoever, and have full power to acquire, hold, possess and enjoy, by gift, grant or otherwise, and the same to sell and convey any or all such real, personal, or mixed estate, and invest and re-invest the same from time to time as may be necessary for the benefit, support or purposes of said Howard Association of Memphis, or which may be

conveyed to the same for the security or payment of any debt or debts which may become due and owing to said Association ; and may make, have and use a common seal, and the same break, alter or renew at pleasure : *Provided*, That the property and revenue of said Howard Association of Memphis shall not be used for any other than the purposes of said Association, and that all of said real, personal or mixed estate shall be exempt from State, County and Corporation taxes and assessments, as the sole object of the Association is relief of the destitute.

SEC. 2. *Be it further enacted*, That the real and personal estate, property and funds and revenues of said Association, and the administration of its affairs, shall be under the exclusive direction and control of the active members of said Howard Association of Memphis, Tennessee. That the parties named in the first section of this Act, or any five of them, may call the subscribers of said Association together, after having given five days' notice in some daily paper published in the city of Memphis, and proceed to organize the same by electing a President, two Vice-Presidents, Treasurer, Secretary and six Directors, who shall constitute an Executive Committee, five of whom shall be a quorum, who shall conduct the affairs of the Association, and who shall continue in office until a new election is made. The regular election for officers shall be made on the first Monday in April, 1869, of which due notice shall be given in a daily newspaper, published in Memphis. The members of said Howard Association of Memphis shall make such by-laws and regulations for the admission of members, and the government of the Association as they may deem necessary : *Provided*, That no by-law, rules or regulations shall in any wise

be contrary to the constitution and laws of the State of Tennessee or of the United States.

SEC. 3. *Be it further enacted*, That all the effects—real, personal and mixed—of every description, belonging to the said Howard Association, that may be remaining on hand at the expiration of this charter, shall be turned over to the Board of Mayor and Aldermen of the city of Memphis, or to whomsoever may be the representatives of the people of said city at that time, for the benefit of the poor and destitute people thereof.

SEC. 4. *Be it further enacted*, That the foregoing Act shall take effect from and after its passage.

F. S. RICHARDS,

*Speaker of the House of Representatives.*

Passed January 23, 1869.

D. W. C. SENTER,

*Speaker of the Senate.*

# CONSTITUTION.

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Be it, and it is hereby, by the active members of the Howard Association of Memphis, in convention assembled, ordained and declared :

First. That Articles one, two, three, four, five, six and seven, styled "Constitution" of this Association, be and they are severally and collectively hereby abrogated, annulled, set aside and for naught held, and the charter of this Association, granted by the Legislature of the State of Tennessee, by Act of date the 23d day of January, A. D. 1869, is and shall continue to be, the only organic law of this Association.

Second. It is further hereby ordained that the following be, and they are now so declared, by-laws for the government and control of the business and affairs of this Association ; to be and continue in force as such until such time as the same shall be altered or amended in the mode and manner hereinafter prescribed, and it shall not be competent for the Board of Directors, or any officer, or any committee of this Association, to suspend the law or any articles, or any portion of any article thereof, for any cause whatever, but the same shall only be done in the manner hereinafter provided.

Third. No article, nor any portion of any article, of the by-laws now adopted for the government of

this Association, shall be in anywise amended, changed, set aside, altered or suspended except by vote of two-thirds of the active members of the same in convention assembled.

Fourth. A convention for such purpose as is named in the third article hereof, or for any other purpose, shall be called by the order of the President, at written request of six active members of the Association, which shall be done by a publication of such order in one or more of the newspapers published in the city of Memphis, stating the time and place, and the objects of such convention. At any such convention so assembled, two-thirds of the active members shall be necessary to the passage or amendment of any ordinance, by-laws or other law or rule, and by their decision the Association shall be bound.

Fifth. No appropriation of money shall be made by this Association except by a vote of two-thirds of the active members present, except during a period of epidemics, during which time appropriations may be made by a majority of the members present of the Executive Committee.

# BY-LAWS.

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## ARTICLE I.

SECTION 1. The members of this Association shall be residents of Shelby County, Tennessee, and the number of active members shall at no time exceed fifty.

### APPLICATIONS FOR MEMBERSHIP.

SEC. 2. Applications for membership must be presented in writing, and accompanied by the recommendation of two members. After being read, such application shall be referred to a committee of three, who shall investigate and report on the character and qualification of the applicant at the next subsequent meeting, unless further time be granted. The report must be made in writing, and signed by at least a majority of the committee, on the reception of which the members will proceed to a regular ballot, and on examination of the result, should it be found that all the ballots cast are white, or even with the exception of one or two, the candidate shall be declared duly elected; but in all cases shall three black balls suffice to reject an applicant.

### DUTIES OF MEMBERS.

SEC. 3. Any member who refuses to perform, without sufficient cause, any of the duties assigned

him by the President, shall, upon motion and a vote of the majority, have his name stricken from the roll of members.

#### NEW MEMBERS.

SEC. 4. Each member, on being notified of his election by the Secretary, shall call upon said officer within five days thereafter, and sign this constitution and by-laws. His neglect shall be an evidence of non-acceptance.

#### EXPULSIONS.

SEC. 5. The Association shall have the right to expel any member for improper conduct, either at a meeting, on duty or in any relation of life, by a two-thirds vote of its active members: *Provided*, He shall have five days' notice of the time and place of trial, and a written copy of the charges and specifications against him, if in the city. If absent, thirty days may be given him to answer in. And in default of his appearance at such time and place designated in the notice, the charges and specifications against him shall be taken for confessed. On trial he shall have the right to counsel from among the members of this Association if he so desires. And any member who shall be absent for two consecutive quarterly meetings, shall be dropped from the roll by a two-thirds vote of the membership present, and shall henceforth cease to be a member of this Association.

#### RESTRICTIONS ON MEMBERS.

SEC. 6. No member shall be allowed to supply or fill any order, drawn by himself, for account of the Association, from any business establishment with which he is connected, for groceries, provisions

or medicines, or any other article required to be given in the relief of the sick and poor.

#### LEAVE OF ABSENCE.

SEC. 7. Any member wishing to leave the city during an epidemic shall notify the Secretary of such intention, and also state what length of time he expects to be absent.

#### HONORARY MEMBERS.

SEC. 8. Honorary members may be proposed at any meeting of the Association, and admitted only by a unanimous vote; but they shall neither be eligible to office nor have the right of voting.

### ARTICLE II.

#### MEETINGS.

SECTION 1. Regular quarterly meetings shall be held the first Monday of April, July, October and January.

SEC. 2. During the period of epidemics there shall be regular meetings on every Monday night for the transaction of general business or election of members, but relief meetings may be held every night.

### ARTICLE III.

#### WEEKLY REPORTS.

SECTION 1. During epidemics the members shall make, upon the form adopted by the Association, such report of all cases under their charge as the Executive Committee may require.

### ARTICLE IV.

#### QUORUM.

SECTION 1. A majority of the active members shall constitute a quorum of the Association.

## ORDER OF BUSINESS.

First. Calling meeting to order, calling roll and reading the minutes.

Second. Report of standing committees.

Third. Report of special committees.

Fourth. Unfinished business.

Fifth. New business.

SEC. 2. Of the quorum of five named in the second article of the Charter, there shall always be present and acting at least three Directors.

## ARTICLE V.

## ELECTIONS.

SECTION 1. All elections of officers of this Association shall be by ballot, and a majority of all the votes cast shall be necessary for a choice: *Provided*, That should there be no election after the third ballot, the name of the candidate receiving the fewest number of votes shall be stricken from the list of candidates, and after each succeeding ballot, the name of the candidate receiving the lowest number of votes shall be dropped until only two remain. *And further provided*, That there shall be no new nominations made after the third ballot.

SEC. 2. When a vacancy occurs in the Executive Committee by the death, resignation or expulsion (or otherwise), of any officer or Director, the Executive Committee shall have the power, and it shall be their duty to fill such vacancy for the unexpired term: *Provided*, That nothing in this article shall be construed to give the Executive Committee power to elect officers of the Association, who are to be elected by the active members of the Association.

## ARTICLE VI.

## DUTIES OF OFFICERS.

## PRESIDENT.

SECTION 1. It shall be the duty of the President to preside at all meetings ; to call a special meeting of the Association when he may deem it proper, or at the written request of any six members ; to countersign orders on the Treasurer, and checks to be paid by the Association ; and perform all other acts and duties, and possess such powers as are usually possessed by the presiding officer of similar associations.

## VICE-PRESIDENT.

SEC. 2. In the absence of the President, his duties shall devolve upon the Vice Presidents in rotation, and in the absence of all three, the members of the Association shall then elect one of their members President *pro tem.*

## SECRETARY

SEC. 3. The Secretary shall, before he enters upon the duties of his office, give bond to the satisfaction of the Association, in the sum of five thousand dollars, or more if required, for the faithful performance of the duties enjoined upon him. It shall be his duty to receive all subscriptions and donations made to the Association, and hand the same over to the Treasurer within two days after the receipt thereof, taking his receipt therefor ; to keep an accurate record of the proceedings of all meetings, and have properly filed all documents and papers appertaining thereto ; to notify members of the meetings when so instructed by the President ; and shall, within three days after the election of a member, notify him in writing of his election.

He shall also keep a record book of the names of donors—the date when donated, and the amount; and another in which shall be entered the names, dates and residences of all applicants.

#### TREASURER.

SEC. 4. The Treasurer shall, before he enters upon the duties of his office, give bond to the satisfaction of the Association, in the sum of five thousand dollars, or more if required, for the faithful performance of the duties enjoined upon him. He shall receive all the funds of the Association, and keep a correct and regular account of the same. He shall deposit, on receipt thereof, all moneys in good, solvent banks, or with bankers in the city, in the name of the Association. He shall pay all orders signed by the Secretary and countersigned by the President, and draw by check, countersigned by the President, all moneys for investments or other purposes. He shall take charge of all notes and drafts of the Association, and collect the same at maturity, unless otherwise instructed by the Auditing Committee. He shall render weekly statements of the funds in hand during epidemics, and regular quarterly statements of all receipts, investments and expenditures of the Association, up to the date of his report.

#### ARTICLE VII.

##### AUDITING COMMITTEE.

SECTION 1. A committee of three shall be elected at the annual meeting, who shall be styled the Auditing Committee, and whose duty it shall be to audit all bills. They shall examine the books of the Secretary and Treasurer quarterly, and report on the condition of the same at the quarterly meetings.

## ARTICLE VIII.

## APPOINTMENT OF COMMITTEES.

SECTION 1. The Chair shall appoint all committees, unless otherwise ordered.

## ARTICLE IX.

SECTION 1. No business shall be transacted by either the Executive Committee or Association except in open meeting in accordance with the constitution.

## ARTICLE X.

SECTION 1. That from and after the annual meeting in April, 1875, no member of this Association shall receive any compensation whatever for any services he may render this Association, except the sum of one dollar per annum may be paid to the bonded officers of this Association, should it be necessary to make their bonds legal.

## RULES OF ORDER.

First. The rules of order and manner of proceeding, as laid down in Cushing's Manual, so far as applicable, shall be adopted for our government.

## SYNOPSIS OF RULES OF ORDER.

Second. The President, while presiding, shall state every question coming before the Association, and before putting it to vote, shall ask "Is the Association ready for the question?" Should no member rise to speak, he shall rise to take the question, and after he has risen, no member shall be permitted to speak upon it. His decisions on questions of order shall be without debate, and he shall have the privilege of speaking only on such questions from the

Chair. When his decision has been appealed from, the Vice-President shall put the question thus: "Will the Association stand by the decision of the Chair?"

Third. During the continuance of the meeting, the most decorous silence must be observed, the officers and members retaining their seats, and no one leaving the room without permission of the President.

Fourth. No member shall speak to another or otherwise interrupt the business of the Association, or refuse to obey the Chair.

Fifth. Every member, when he speaks or offers a motion, shall be standing, and shall respectfully address the Chair, and when he has finished, sit down. While speaking, he shall confine himself to the question under debate, avoiding all personality and ludicrous language, as well as any reflection upon the Association or members.

Sixth. Should two or more members rise to speak at the same time, the Chair shall decide which is entitled to the floor. No member shall disturb another in his speech, unless he call him to order for words spoken.

Seventh. If a member, while speaking, shall be called to order, at the request of the Chair he shall cease speaking, and take his seat until the question of order is determined, when, if permitted, he may proceed.

Eighth. No member shall be heard more than once on the same subject until each member has been heard wishing to speak, nor shall any member speak more than twice on the same question without permission from the Association, nor more than

once on a question of order after an appeal from the decision of the Chair.

Ninth. No motion shall be put by the Chair until seconded and stated by the Chair, and at the desire of any member, shall be reduced to writing.

Tenth. Any member may call for a division of the question when the sense will admit of it.

Eleventh. When a question is before the Association, no motion shall be received unless to adjourn, the previous question, to lay on the table, to postpone, to postpone indefinitely, postpone to a time certain, to refer, to amend, or to adopt, which several motions shall have precedence in the order in which they are arranged—the first three of which shall be decided without debate.

Twelfth. After the decision of any question except that of indefinite postponement, any two members, who voted with the majority, may, at the same meeting, move for reconsideration thereof.

Thirteenth. The previous question can be called for by any member, and if the call be seconded, shall be put in this form: "Shall the main question be now put?" If carried all amendments not previously adopted shall be precluded, and the main question taken without further debate.

Fourteenth. Every member present shall vote on all questions before the Association, unless he is personally interested in the result, or has been excused by the Association, or otherwise incapacitated.

Fifteenth. The observance of these rules may be enforced by the Chair by fine, at his discretion, or by exclusion of the offender from the room during the evening, subject to an appeal to the Association.



